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SECRETARY OF STATE
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BASIC AMENDMENT

MUIRFIELD AT SEASCAPE CONDOMINIUM ASSOCIATION, INC.

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FLORIDA DEPARTMENT OF STATE

Ghanda E. Hood
Secretary of State

February 24, 2004

MUIRFIELD AT SEASCAPE CONDOMINIUM ASSOCIATION, INC.
40001 EMERALD COAST HIGHWAY
DESTIN, FL 32541

SUBJECT: MUIRFIELD AT SEASCAPE CONDOMINIUM ASSOCIATION, INC.
REF: N000000002428

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Amendments for nonprofit corporations are filed in compliance with section 617.1806, Florida Statutes.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

Division of Corporations - P.O. BOX 6327-Tallahassee, Florida 92314

FEB-25-04 03:32PM FROM-Matthews and Hawkins PA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

If you have any questions concerning the filing of your document, please call (850) 245-6906.

Darlene Connell
Document Specialist

FAX And. #: H04000039108
Letter Number: 904A00012422

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
MUIRFIELD AT SEASCAPE CONDOMINIUM ASSOCIATION, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: The following articles are hereby adopted and intended to replace those same numbered articles previously adopted in the filed Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be "Ariel Dunes Condominium Owners Association, Inc." (the "Association") and the street address of its initial principal office is 348 Enterprise Drive, Valdosta, Georgia 31601.

ARTICLE II. PURPOSE

This association is organized for the purpose of providing an entity under the Florida Condominium Act ("the Act") for the operation of a condominium located in Walton County, Florida, and known as Ariel Dunes, a Condominium ("the condominium"), to be created under the declaration of condominium ("the declaration").

ARTICLE VI. DIRECTORS

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than seven (7) directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

(B) The names and addresses of the members of the Board of Directors who have been designated as such by the Developer and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. Wayne Jones	184 Twelve Oaks Lane Freeport, Florida 32439
R. Ryan Holmes	348 Enterprise Drive Valdosta, Georgia 31601
Kevin King	348 Enterprise Drive Valdosta, Georgia 31601
Angus G. Andrews, Jr.	P.O. Box 405 Defuniak Springs, Florida 32435

Until unit owners other than the Developer are entitled to elect members of the Board of Directors, the members of the Board of Directors shall be designated by the Developer and may be changed from time to time as the Developer, in its sole discretion, may determine.

(C) Until unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the Board of Directors shall consist of three (3) members. The election of Directors shall not be held until required by the Condominium Act, Chapter 718, Fla. Stat. (1999), including Section 718.301(1)(a)-(e) thereof, or until the Developer elects to terminate its control of the Association. The provisions of Section 718.301 (1) (a)-(e) are set forth in Article (D) below.

(D) Section 718.301 (1)(a)-(e) of the Condominium Act provides as follows:

"718.301 Transfer of association control.-

- (1) When unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer shall be entitled to elect no less than one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect not less than a majority of the members of the board of administration of an association:
 - (a) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
 - (b) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;
 - (c) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;
 - (d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or
 - (e) Seven years after recordation of the declaration of condominium; or, in the case of an association which may ultimately operate more than one condominium, 7 years after recordation of the declaration for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to §718.403, 7 years after recordation of the declaration creating the initial phase, whichever occurs first. The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer

than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the association. Following the time the developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration."

(E) Beginning with the election at which unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the affairs of the Association will be managed by a Board consisting of seven (7) directors. After unit owners other than the Developer are entitled to elect a majority of the members of the Board of Directors, directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

ARTICLE VII. OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Angus G. Andrews, Jr.	President	P.O. Box 405 Defuniak Springs, Florida 32435
C. Wayne Jones	Vice President	184 Twelve Oaks Lane Freeport, Florida 32439
Kevin King	Secretary	348 Enterprise Drive Valdosta, Georgia 31601
R. Ryan Holmes	Treasurer	348 Enterprise Drive Valdosta, Georgia 31601

ARTICLE XII. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dana C. Matthews	4475 Legendary Drive Destin, Florida 32541

ARTICLE XIII. APPOINTMENT OF REGISTERED AGENT AND OFFICE

Dana C. Matthews is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is 4475 Legendary Drive, Destin, Florida 32541.

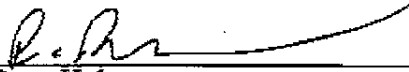
SECOND: The date of each amendment's adoption: February 19, 2004

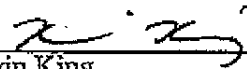
THIRD: The amendments were adopted by the board of directors without member action and member action was not required.

FOURTH: All articles of the previously adopted and filed Articles of Incorporation not replaced herein are ratified and reaffirmed

Signed this 19th day of February, 2004.


C. Wayne Jones
Director


R. Ryan Holmes
Director


Kevin King

Angus G. Andrews, Jr.

ARTICLE XIII. APPOINTMENT OF REGISTERED AGENT AND OFFICE

Dana C. Matthews is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is 4475 Legendary Drive, Destin, Florida 32541.

SECOND: The date of each amendment's adoption: February 19, 2004.

THIRD: The amendments were adopted by the board of directors without member action and member action was not required.

FOURTH: All articles of the previously adopted and filed Articles of Incorporation not replaced herein are ratified and reaffirmed

Signed this 19th day of February, 2004.

C. Wayne Jones
Director

R. Ryan Holmes
Director

Kevin King

Angus G. Andrews, Jr.
Angus G. Andrews, Jr.